

**The whole of this Provisional Allotment Letter must be returned to be valid.**  
本暫定配額通知書必須整份交還，方為有效。

**IMPORTANT**  
**重要提示**

Reference is made to the prospectus (the “**Prospectus**”) dated 21 August 2025 issued by XJ International Holdings Co., Ltd. (the “**Company**”). Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

茲提述希教國際控股有限公司（「**本公司**」）所刊發日期為2025年8月21日之供股章程（「**供股章程**」）。除文義另有所指外，本暫定配額通知書所用詞彙與供股章程所界定者具有相同涵義。

**IF YOU ARE IN DOUBT ABOUT ANY OF THE CONTENTS OF THIS PROVISIONAL ALLOTMENT LETTER (“PAL”), OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD OR TRANSFERRED ALL OR PART OF YOUR SHARES OF THE COMPANY, YOU SHOULD CONSULT YOUR STOCKBROKER OR REGISTERED DEALER IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.**

閣下如對本暫定配額通知書（「暫定配額通知書」）任何內容或應採取之行動有疑問，或閣下如已出售或轉讓所有或部份本公司的股份，應諮詢閣下之股票經紀、註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

**THIS PAL IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL WILL EXPIRE AT 4:00 P.M. ON THURSDAY, 4 SEPTEMBER 2025 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES” BELOW).**

本暫定配額通知書具有價值及可轉讓，務請閣下立即處理。本暫定配額通知書所載要約將於2025年9月4日（星期四）下午四時正（或下文「惡劣天氣對接納供股股份及繳付股款之最後時限之影響」一段所述之較後日期及／或時間）結束。

A copy of this PAL, together with a copy of each of the other Prospectus Documents and copies of the documents specified in the paragraph headed “15. Documents Delivered to the Registrar of Companies in Hong Kong” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong pursuant to section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). Neither the Commission (as defined in section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)) nor the Registrar of Companies in Hong Kong takes any responsibility as to the contents of the Prospectus Documents.

本暫定配額通知書連同各其他章程文件以及供股章程附錄三「15. 送呈香港公司註冊處處長的文件」一段所述之文件已根據《公司（清盤及雜項條文）條例》（香港法例第32章）第342C條之規定送呈香港公司註冊處處長登記。監察委員會（根據《公司（清盤及雜項條文）條例》（香港法例第32章）第2(1)條所載的定義）及香港公司註冊處處長對章程文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange, HKSCC and the SFC take no responsibility for the contents of this PAL, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this PAL.

香港交易及結算所有限公司、聯交所、香港結算及證監會對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不對因本暫定配額通知書之全部或任何部分內容而產生或倚賴該等內容而引致之任何損失承擔任何責任。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings on the Stock Exchange. You should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser(s) for details of those settlement arrangements and how such arrangements may affect your rights and interests. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣，並符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可自各自開始於聯交所買賣日期起，在中央結算系統寄存、結算及交收。閣下應就該等交收安排詳情及有關安排對閣下之權利或權益可能造成之影響，諮詢閣下之股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。聯交所參與者之間於任何交易日進行之交易，須於其後第二個交易日在中央結算系統內結算。在中央結算系統內進行之一切活動必須依照不時有效之《中央結算系統一般規則》及《中央結算系統運作程序規則》進行。

All times and dates stated in this PAL refer to Hong Kong local times and dates.

本暫定配額通知書所述所有時間及日期均指香港本地時間及日期。

In case of any inconsistency between the English and Chinese versions of this PAL, the English version will prevail.

倘本暫定配額通知書之中英文版本有任何歧義，概以英文版本為準。

This PAL and all applications pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong.

本暫定配額通知書及據此作出的所有申請均須受香港法例規管及按其詮釋。

Hong Kong branch share registrar:  
香港股份過戶登記分處：  
Computershare Hong Kong Investor  
Services Limited  
Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong

香港中央證券登記有限公司  
香港灣仔  
皇后大道東183號  
合和中心  
17樓1712-1716號舖



XJ International Holdings Co., Ltd.  
希教國際控股有限公司  
(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立之有限公司)  
(Stock Code: 1765)  
(股份代號：1765)

Registered office:  
註冊辦事處：  
PO Box 309  
Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

Principal Place of Business  
in Hong Kong:  
香港主要營業地點：  
40th Floor, Dah Sing Financial  
Centre  
No.248 Queen's Road East  
Wanchai, Hong Kong  
香港灣仔  
皇后大道東248號  
大新金融中心40樓

RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS  
SHARE FOR EVERY TWELVE (12) EXISTING SHARES HELD  
ON THE RECORD DATE AT THE SUBSCRIPTION PRICE OF  
HK\$0.2 PER RIGHTS SHARE PAYABLE IN FULL ON  
ACCEPTANCE BY NOT LATER THAN 4:00 P.M.  
ON THURSDAY, 4 SEPTEMBER 2025

按於記錄日期每持有十二(12)股現有股份  
可獲發一(1)股供股股份的基準  
以認購價每股供股股份0.2港元進行供股  
股款須於接納時(不遲於2025年9月4日(星期四)下午四時正)全數繳足

PROVISIONAL ALLOTMENT LETTER  
暫定配額通知書

Name(s) and address of the Qualifying Shareholder(s)  
合資格股東姓名及地址

Provisional Allotment Letter No.  
暫定配額通知書編號

Total number of Shares registered in your name(s) on 20 August 2025  
於2025年8月20日登記於閣下名下之股份總數

BOX A  
甲欄

Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by not later than 4:00 p.m. on Thursday, 4 September 2025  
暫定配發予閣下之供股股份數目，接納之全數款項須於2025年9月4日(星期四)下午四時正前繳足

BOX B  
乙欄

Total subscription monies payable 應繳認購股款總額

BOX C  
丙欄

HK\$  
港元

Note: All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by banker's cashier orders which must be issued by, a licensed bank in Hong Kong and made payable to "XJ INTERNATIONAL HOLDINGS CO., LTD. — PAL" and crossed "Account Payee Only". All cheques or banker's cashier orders will be presented for payment following receipt.  
附註：所有股款必須以港元繳付，支票須由香港持牌銀行之賬戶開出或銀行本票須由香港持牌銀行發出，所有該等支票或銀行本票須註明抬頭人為「XJ INTERNATIONAL HOLDINGS CO., LTD. — PAL」並以「只准入抬頭人賬戶」方式劃線開出。所有支票或銀行本票收訖後將隨即過戶。

Name of bank on which  
cheque/banker's cashier order is drawn:  
支票／銀行本票的付款銀行名稱：

Cheque/banker's cashier order number:  
支票／銀行本票號碼：

Contact telephone number:  
聯絡電話號碼：

IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT, HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENTS TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.  
在轉讓本文件所指供股股份的認購權時，每宗買賣均須繳付香港從價印花稅。除出售以外，餽贈或轉讓實益權益亦須繳付香港從價印花稅。在本文件所指之任何供股股份配額轉讓登記之前，須出示已繳付香港從價印花稅之證明。

Form B  
表格乙

## FORM OF TRANSFER AND NOMINATION 轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of its/his/her/their right(s) to subscribe for the Rights Shares set out in Box B of Form A)  
(僅供有意轉讓表格甲中乙欄所列其全部供股股份認購權之合資格股東填寫及簽署)

To: The Directors  
**XJ International Holdings Co., Ltd.**  
致：希教國際控股有限公司  
列位董事

Dear Sirs and Madams,  
I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below. I/We have read the conditions and procedures for transfer set out in the enclosed sheet and agree to be bound thereby.

敬啟者：  
本人／吾等謹將本暫定配額通知書所列本人／吾等供股股份的認購權全數轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。本人／吾等已細閱附頁所載各項條件及轉讓手續，並同意受其約束。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) of Qualifying Shareholder(s) (all joint shareholders must sign)  
合資格股東簽署(所有聯名股東均須簽署)

Date: \_\_\_\_\_  
日期：\_\_\_\_\_2025

Hong Kong ad valorem stamp duty shall be payable by the transferor(s) and the transferee(s) in connection with the transfer of rights to subscribe for the Rights Shares if this form is completed.  
填妥此表格後，有關轉讓供股股份認購權的轉讓人及承讓人須就轉讓認購供股股份的權利支付香港從價印花稅。

REGISTRATION APPLICATION FORM  
登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)  
(僅供已獲轉讓供股股份認購權之人士填寫及簽署)

To: The Directors  
XJ International Holdings Co., Ltd.  
致：希教國際控股有限公司  
列位董事

Dear Sirs and Madams,  
I/We request you to register the number of Rights Shares mentioned in Box B in Form A in my/our name(s). I/we agree to accept the same on the terms set out in this PAL and the accompanying Prospectus and subject to the articles of association of the Company.  
敬啟者：  
本人／吾等謹請閣下將表格甲中乙欄所列數目之供股股份登記於本人／吾等名下。本人／吾等同意按照本暫定配額通知書及隨附之供股章程所載之條款，並在貴公司之組織章程細則之規限下接納此等股份。

		Existing Shareholder(s) please mark "X" in this box 現有股東請在欄內填上「X」號	<input type="checkbox"/>
To be completed in <b>BLOCK</b> letters in <b>ENGLISH</b> . Joint applicants should give the address of the first-named applicant only. 請用英文正楷填寫。聯名申請人僅需填寫排名首位申請人之地址。			
Name in English 英文姓名	Family name/Company name 姓氏／公司名稱 Other name(s) 名字	Name in Chinese 中文姓名	
Name continuation and/or name(s) of joint applicant(s) in English (if any) 續姓名及／或聯名申請人英文姓名(如有)			
Address in English (joint applicants should give the address of the first-named applicant only) 英文地址 (聯名申請人僅須填寫排名首位之申請人之地址)			
Occupation 職業		Telephone number 電話號碼	
Dividend instructions 派息指示			
Name and address of bank 銀行名稱及地址			
		Bank account number 銀行賬戶號碼	

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) of applicant(s) (all joint applicant(s) must sign)  
申請人簽署(所有聯名申請人均須簽署)

Date: \_\_\_\_\_ 2025  
日期：

Hong Kong ad valorem stamp duty shall be payable by the transferor(s) and the transferee(s) in connection with the transfer of rights to subscribe for the Rights Shares if this form is completed.  
填妥此表格後，有關轉讓供股股份認購權的轉讓人及承讓人須就轉讓認購供股股份的權利支付香港從價印花稅。

To accept this provisional allotment of the Rights Shares in full, you must lodge this original PAL intact with the Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with a remittance, by cheque or banker's cashier orders, in Hong Kong dollars for the full amount shown in Box C above so as to be received by not later than 4:00 p.m. on Thursday, 4 September 2025 (or such later date and/or time as mentioned under the paragraph headed "*Effect of Bad Weather on the Latest Time for Acceptance of and Payment for the Rights Shares*" overleaf). All remittances must be made in Hong Kong dollars and cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "XJ INTERNATIONAL HOLDINGS CO., LTD. — PAL" and crossed "ACCOUNT PAYEE ONLY". Instructions on transfer and splitting are set out overleaf. No receipt will be given for such remittances.

閣下如全數接納此供股股份之暫定配額，必須將本暫定配額通知書整份正本連同以港元繳付上列丙欄所示之全數股款之支票或銀行本票，於2025年9月4日（星期四）下午四時正（或背頁「惡劣天氣對接納供股股份及繳付股款之最後時限之影響」一段所述之有關較後日期及／或時間）前交回過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有股款須以港元繳付，並須以香港持牌銀行賬戶開出之支票或發出之銀行本票支付。所有股款須以港元繳付，並以由香港持牌銀行戶口開出之支票或由香港持牌銀行發出之銀行本票支付，註明抬頭人為「XJ INTERNATIONAL HOLDINGS CO., LTD. — PAL」及以「只准入抬頭人賬戶」劃線方式開出。有關轉讓及分拆之指示載於背頁。本公司不會就有關股款發出收據。

Shares have been dealt in on an ex-rights basis from Tuesday, 12 August 2025. Dealings in the Rights Shares in the nil-paid form are expected to take place from Monday, 25 August 2025 to Monday, 1 September 2025 (both days inclusive). Any dealings in the Shares up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in their nil-paid form should exercise caution and are recommended to consult their professional advisers.

股份已自2025年8月12日（星期二）起按除權基準買賣。未繳股款供股股份預期於2025年8月25日（星期一）至2025年9月1日（星期一）（包括首尾兩日）期間進行買賣。直至供股的所有條件達成之日止期間買賣任何股份，以及買賣未繳股款供股股份的任何股東，將相應承擔供股可能無法成為無條件或可能無法進行的風險。任何擬買賣股份或未繳股款供股股份的股東或其他人士應審慎行事及諮詢其專業顧問意見。

Each person accepting the provisional allotment specified in this PAL:

- confirms that he/she/it has read the terms and conditions and acceptance procedures set out in the enclosed sheet and in the Prospectus and agrees to be bound by them; and
- agrees that this PAL, and the resulting contract upon acceptance, will be governed by and construed in accordance with Hong Kong law.

接納本暫定配額通知書所載的暫定配額的每位人士：

- 均確認彼已閱讀附頁及供股章程所載的條款及條件以及接納手續，並同意受其約束；及
- 同意本暫定配額通知書及因接納而產生之合約將受香港法律監管及據之詮釋。

**A SEPARATE CHEQUE OR BANKER'S CASHIER ORDER MUST ACCOMPANY EACH APPLICATION  
NO RECEIPT WILL BE GIVEN FOR REMITTANCE**

每份申請須附一張獨立開出之支票或銀行本票  
繳付股款將不會獲發收據



**XJ International Holdings Co., Ltd.**  
**希教國際控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 1765)

(股份代號：1765)

Dear Qualifying Shareholders,

21 August 2025

致合資格股東：

2025年8月21日

**INTRODUCTION**

**緒言**

Reference is made to the prospectus (the “**Prospectus**”) dated 21 August 2025 issued by XJ International Holdings Co., Ltd. (the “**Company**”). Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

茲提述希教國際控股有限公司（「**本公司**」）所刊發日期為2025年8月21日之供股章程（「**供股章程**」）。除文義另有所指外，本暫定配額通知書所用詞彙與供股章程所界定者具有相同涵義。

In accordance with the terms and subject to the conditions set out in the Prospectus, the Directors have provisionally allotted to you the Rights Shares on the basis of one (1) Rights Share for every twelve (12) existing Shares registered in your name on the register of members of the Company as at the Record Date (i.e. 20 August 2025) at a subscription price of HK\$0.2 per Rights Share. Your holding of Shares as at the Record Date is set out in Box A in Form A and the total number of Rights Shares provisionally allotted to you is set out in Box B in Form A.

根據供股章程所載條款及在其所載條件規限下，董事已向閣下暫定配發供股股份，基準為按於記錄日期（即2025年8月20日）以閣下名義在本公司股東名冊內登記之每十二(12)股現有股份可獲發一(1)股供股股份，認購價為每股供股股份0.2港元。閣下於記錄日期所持股份數目載於表格甲的甲欄，而暫定配發予閣下之供股股份總數則載於表格甲的乙欄。

The Rights Shares (when allotted, issued and fully paid) will rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Rights Shares. Holders of Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment and issue of the fully-paid Rights Shares.

供股股份（經配發、發行及繳足股款後）將在所有方面與於配發及發行供股股份日期之已發行股份享有同等權利。供股股份持有人將有權收取於繳足股款供股股份配發及發行日期或之後可能宣派、作出或支付的所有未來股息及分派。



## PROCEDURE FOR ACCEPTANCE AND PAYMENT

### 接納及付款手續

To take up your provisional allotment and entitlements in full, you must lodge the whole of this PAL in accordance with the instructions printed herein intact with the Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with a remittance for the full amount payable on acceptance, as set out in Box C in Form A, so as to be received by no later than 4:00 p.m. on Thursday, 4 September 2025 (or such later date and/or time as mentioned in the paragraph headed "Effect of Bad Weather on the Latest Time for Acceptance of and Payment for the Rights Shares" below). All remittances must be made in Hong Kong dollars and cheques must be drawn on a bank account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "**XJ INTERNATIONAL HOLDINGS CO., LTD. — PAL**" and crossed "**ACCOUNT PAYEE ONLY**". Such payment will constitute acceptance of the provisional allotment and entitlements on the terms of this PAL and the Prospectus and subject to the memorandum and articles of association of the Company. No receipt will be given for such remittances. All enquiries in connection with the PAL should be addressed to the Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

閣下如欲承購全數暫定配額，則不遲於2025年9月4日（星期四）下午四時正（或下文「惡劣天氣對接納供股股份及繳付股款之最後時限之影響」一段所述之有關較後日期及／或時間），根據本暫定配額通知書所載指示將整份暫定配額通知書連同表格甲內丙欄所列接納時應付之全數股款交回過戶登記處，地址為香港灣仔皇后大道東183號合和中心17樓1712–1716號舖。所有股款須以港元繳付，及有關支票或銀行本票須由香港持牌銀行賬戶開出或發出，並註明抬頭人為「**XJ INTERNATIONAL HOLDINGS CO., LTD. — PAL**」，且須以「只准入抬頭人賬戶」劃線方式開出。有關付款將構成接納本暫定配額通知書的暫定配額及供股章程之條款，並受本公司之組織章程大綱及細則所規限。繳付有關股款將不會獲發收據。有關暫定配額通知書的所有查詢應寄交過戶登記處，地址為香港灣仔皇后大道東183號合和中心17樓1712–1716號舖。

It should be noted that unless this PAL, duly completed, together with the appropriate remittance shown in Box C in Form A, has been lodged as described above by no later than 4:00 p.m. on Thursday, 4 September 2025 (or such later date and/or time as mentioned in the paragraph headed "Effect of Bad Weather on the Latest Time for Acceptance of and Payment for the Rights Shares" below), whether lodged by the original allottee or any person in whose favour the rights have been validly transferred, this provisional allotment and all rights and entitlements hereunder will be deemed to have been declined and will be cancelled. The Company may, at its sole discretion, treat this PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

務請注意，除非填妥的本暫定配額通知書連同表格甲內丙欄所示之適當股款已如上文所述不遲於2025年9月4日（星期四）下午四時正（或下文「惡劣天氣對接納供股股份及繳付股款之最後時限之影響」一段所述之有關較後日期及／或時間）交回（無論由原獲配發人或已有效獲轉讓權利的任何人士遞交），否則本暫定配額及其項下之一切有關權利將被視作放棄及予以取消。即使按上述規定交回之暫定配額通知書並未按有關指示填妥，本公司可全權酌情決定將本暫定配額通知書視為有效，並對遞交通知書之人士或其代表具約束力。本公司可要求有關未有按指示填妥暫定配額通知書之申請人於稍後填妥有關通知書。

Completion and lodgment of this PAL will constitute a warranty and representation by you to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions other than Hong Kong, in connection with the PAL and any acceptance of provisionally allotted Rights Shares, have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. If you are in doubt as to your position, you should consult your stockbroker or registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

填妥及交回本暫定配額通知書即表示閣下向本公司保證及聲明已經或將會遵守除香港以外所有相關司法權區內有關暫定配額通知書及任何暫定配發供股股份的接納之所有註冊、法定及監管規定。為免生疑，香港結算或香港中央結算（代理人）有限公司概不受限於任何聲明及保證規限。倘閣下對本身的情況有疑問，應諮詢閣下之股票經紀、註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

## TRANSFER 轉讓

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the Form of Transfer and Nomination (Form B) in this PAL, and hand this PAL to the transferee(s) or persons through whom you are transferring your rights. The transferee(s) must then complete and sign the Registration Application Form (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C in Form A with the Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, so as to be received by no later than 4:00 p.m. on Thursday, 4 September 2025 (or such later date and/or time as mentioned in the paragraph headed “Effect of Bad Weather on the Latest Time for Acceptance of and Payment for the Rights Shares” below). All remittances must be in Hong Kong dollars and cheques must be drawn on a bank account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to “**XJ INTERNATIONAL HOLDINGS CO., LTD. — PAL**” and crossed “**ACCOUNT PAYEE ONLY**”. No receipt will be given for such remittances.

閣下如欲將全部暫定配發予閣下之供股股份認購權轉讓，須填妥及簽署本暫定配額通知書內轉讓及提名表格（表格乙），並將本暫定配額通知書交予認購權之承讓人或轉讓經手人。其後，承讓人須不遲於2025年9月4日（星期四）下午四時正（或下文「惡劣天氣對接納供股股份及繳付股款之最後時限之影響」一段所述之有關較後日期及／或時間）將登記申請表格（表格丙）填妥，然後將整份暫定配額通知書連同表格甲內丙欄所列接納時應付之全數股款交回過戶登記處，地址為香港灣仔皇后大道東183號合和中心17樓1712–1716號舖。所有股款須以港元繳付，及有關支票或銀行本票須由香港持牌銀行賬戶開出或發出，並註明抬頭人為「**XJ INTERNATIONAL HOLDINGS CO., LTD. — PAL**」，且須以「只准入抬頭人賬戶」劃線方式開出。繳付有關股款將不會獲發收據。

It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

謹請注意，閣下轉讓有關供股股份之認購權予承讓人時，須繳付香港從價印花稅，而承讓人於接納有關權利時亦須繳付從價印花稅。

## SPLITTING 分拆

If you wish to accept only part of your provisional allotment or to transfer a part of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder or to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you to more than one person, the original PAL must be surrendered and lodged for cancellation together with a covering letter stating clearly the number of split PALs required and the number of nil-paid Rights Shares to be comprised in each split PAL (which, in aggregate, should be equal to the number of Rights Shares provisionally allotted to you as stated in Box B of this PAL), by no later than 4:30 p.m. on Wednesday, 27 August 2025 with the Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, who will cancel the original PAL and issue new PAL(s) in the denominations required, which will be available for collection at the office of the Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong after 9:00 a.m. on the second Business Day after your surrender of the original PAL.

閣下如僅欲接納部分暫定配額或轉讓本通知書所述獲暫定配發可認購供股股份之部分權利，或將認購暫時配發予閣下的供股股份的所有權利轉讓予一位以上之人士，須不遲於2025年8月27日（星期三）下午四時三十分將原有暫定配額通知書，連同清楚註明所需分拆暫定配額通知書數目及每份分拆暫定配額通知書包含的未繳股款供股股份數目（兩者合計應相等於本暫定配額通知書內乙欄所述暫定配發予閣下的供股股份數目）的信件交回及呈交過戶登記處以供註銷，地址為香港灣仔皇后大道東183號合和中心17樓1712–1716號舖，以便過戶登記處註銷原有暫定配額通知書，並按所需數額發出新暫定配額通知書。新暫定配額通知書可於閣下交回原有暫定配額通知書後第二個營業日上午九時正後在過戶登記處辦事處（地址為香港灣仔皇后大道東183號合和中心17樓1712–1716號舖）領取。



## **FRACTIONAL ENTITLEMENTS**

### **碎股配額**

The Company will not provisionally allot and will not accept application for any fractions of the Rights Shares. All fractions of the Rights Shares will be aggregated (and rounded down to the nearest whole number). Fractional entitlements to any Rights Shares will be disregarded and will be aggregated. All nil-paid Rights Shares arising from such aggregation will be provisionally allotted (in nil-paid form) to a nominee and sold in the market for the benefit of the Company if a premium (net of expenses) can be obtained, and the Company will retain the proceeds from such sale. Any unsold Rights Shares arising from such aggregation will be first placed by the Placing Agent under the Unsubscribed Arrangements.

本公司將不會暫定配發及不會接受申請任何零碎供股股份。所有零碎供股股份將予匯集並約整至最接近的整數。任何供股股份之零碎配額將不予受理，並將匯集。倘若能夠取得溢價(扣除開支)，則因有關匯集而產生的所有未繳股款供股股份將(以未繳股款形式)暫定配發予代名人，並在市場上出售，有關利益歸本公司所有，而本公司將保留有關出售所得款項。配售代理將根據未認購安排，優先配售因有關匯集而產生的任何未售供股股份。

## **CHEQUES AND BANKER'S CASHIER ORDERS**

### **支票及銀行本票**

All cheques and banker's cashier orders accompanying completed PALs will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. Completion and return of this PAL will constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions in connection with this PAL and any acceptance of it have been, or will be, duly complied with.

所有隨附已填妥暫定配額通知書的支票及銀行本票將於收取後予以即時兌現，就該等款項所賺取之所有利息將由本公司保留。填妥及交回本暫定配額通知書，即表示向本公司保證及聲明已經或將會妥為遵守所有相關司法權區內與本暫定配額通知書及其任何接納有關的一切登記、法律及監管規定。

Without prejudice to the other rights of the Company in respect hereof, any PAL in respect of which the accompanying cheque or banker's cashier order is dishonoured on first presentation is liable to be rejected, and in that event, the relevant provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. No receipt will be issued in respect of any application monies received.

倘任何隨附支票或銀行本票於首次過戶時未能兌現，則本公司拒絕受理任何該等暫定配額通知書之權利，但不影響本公司之其他相關權利。在此情況下，有關暫定配額及據此給予之一切有關權利將被視作放棄及予以取消。概不就任何已收取申請款項發出收據。

## **SHARE CERTIFICATES AND REFUND**

### **股票及退款**

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post to their registered address, at their own risks, on or before Wednesday, 24 September 2025. You will receive one share certificate for all the fully-paid Rights Shares allotted and issued to you.

待供股條件達成後，預期所有繳足股款供股股份之股票將於2025年9月24日(星期三)或之前以平郵方式寄送至有權收取股票人士之登記地址，郵誤風險概由彼等自行承擔。閣下將就所有向閣下配發及發行的繳足股款供股股份收取一份股票。

If the Rights Issue does not become unconditional or does not proceed, the monies received in respect of the relevant provisional allotments will be refunded to the Qualifying Shareholders or such other person to whom the Rights Shares in nil-paid form have been validly renounced or transferred or, in the case of joint acceptances, to the first-named person, without interest and by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders or such other person to their registered addresses by the Registrar on or before Wednesday, 24 September 2025. Refund cheques are expected to be despatched on or before Wednesday, 24 September 2025 to the applicants without interest at their registered addresses by ordinary post at their own risk.

倘供股並無成為無條件或不會進行，則就有關暫定配額所收取之股款將於2025年9月24日(星期三)或之前不計利息以開出支票方式退還予合資格股東或已獲有效放棄或轉讓未繳款供股股份之有關其他人士，並以平郵方式寄往彼等於過戶登記處之登記地址(如屬聯名接納，則寄往名列首位人士之登記地址)，惟郵誤風險概由彼等自行承擔。退款支票預期將於2025年9月24日(星期三)或之前，不計利息以平郵方式寄至申請人之登記地址，郵誤風險概由彼等自行承擔。

## EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

### 惡劣天氣對接納供股股份及繳付股款之最後時限之影響

The latest time for acceptance of and payment for the Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, a “black” rainstorm warning signal and/or extreme conditions is/are:

倘於下列時間懸掛八號或以上熱帶氣旋警告信號、「黑色」暴雨警告信號及／或出現極端情況，則接納供股股份及繳付股款之最後時限將不會發生：

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the Latest Acceptance Date. Instead the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (i) 於最後接納日期香港當地時間中午十二時正前生效而於中午十二時正後除下，屆時接納供股股份及繳付股款之最後時限將延至同一營業日下午五時正；或
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Latest Acceptance Date. Instead the latest time for acceptance of and payment for the Rights Shares and for application will be rescheduled to 4:00 p.m. on the following Business Day which does not have any of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.
- (ii) 於最後接納日期香港當地時間中午十二時正至下午四時正期間生效，屆時接納供股股份及繳付股款以及申請之最後時限將重訂為於香港時間上午九時正至下午四時正期間上述任何警告並無生效之下一個營業日下午四時正。

If the latest time for acceptance of and payment for the Rights Shares does not take place on or before 4:00 p.m. on Thursday, 4 September 2025, the dates mentioned in this section may be affected. An announcement will be made by the Company in such event.

倘並無於2025年9月4日(星期四)下午四時正的最後時限或之前接納供股股份及繳付股款，本節所述的日期可能會受到影響。在該情況下，本公司將作出公告。

## **DISTRIBUTION OF THIS PAL AND THE OTHER PROSPECTUS DOCUMENTS**

### **派發本暫定配額通知書及其他章程文件**

This PAL shall only be sent to the Qualifying Shareholders.

本暫定配額通知書僅向合資格股東寄發。

No action has been taken to permit the offering of the Rights Shares or the distribution of the Prospectus Documents or any other documents issued in connection with the Rights Issue in any jurisdiction other than Hong Kong. No person receiving the Prospectus, PAL in any territory outside Hong Kong may treat it as an offer or invitation to take up the Rights Shares, except in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof. It is the responsibility of persons outside Hong Kong wishing to take up or make an application for the Rights Shares to satisfy himself/herself/itself/themselves, before accepting any provisional allotment of Rights Shares, as to the observance of the laws and regulations of all relevant territories, including the obtaining of any governmental or other consents, and to pay any taxes and duties required to be paid in such territory in connection therewith without prejudice to the foregoing.

本公司並無採取任何行動，以批准在香港以外任何司法權區提呈發售供股股份或派發章程文件或任何與供股有關而發行的其他文件。任何人士如在香港以外任何地區接獲供股章程、暫定配額通知書，除非在該地區可合法提呈有關要約或邀請而毋須遵守其任何登記或其他法律監管規定，否則不可視作提呈承購供股股份之要約或邀請。任何身處香港以外地區之人士如有意承購或申請供股股份，於接受任何暫定配額供股股份前，必須確保遵守有關地區之法律及規例，包括（在不影響前述者下）獲得任何政府或其他許可，及就此繳付該地區規定須繳付之任何稅項及徵費。

For avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited, who subscribe the Rights Shares on behalf of CCASS participants, who subscribe the Rights Shares, is subject to any of the representations and warranties. If you are in doubt as to your position, you should consult your own professional advisers.

為免生疑，代表中央結算系統參與者認購供股股份的香港結算及香港中央結算（代理人）有限公司概毋須遵守任何該等聲明及保證。倘閣下對本身的情況有疑問，應諮詢閣下本身的專業顧問。

The Company reserves the right to refuse to accept any application for Rights Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction.

倘本公司相信接納任何供股股份申請會違反任何司法權區的適用證券或其他法律或法規，則其保留權利拒絕接納有關申請。

## **GENERAL**

### **一般事項**

Lodgment of this PAL with, where relevant, the form of transfer and nomination purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split PALs and/or the share certificates for Rights Shares.

交回已由應獲發本暫定配額通知書之人士簽署之暫定配額通知書連同（如屬有關）轉讓及提名表格，即為交回上述文件之人士有權處理暫定配額通知書，並有權收取暫定配額分拆函件及／或供股股份之股票之最終憑證。

Copies of the Prospectus giving details of the Rights Issue are available from the Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong during normal business hours.

載有供股詳情的供股章程可於一般辦公時間內向過戶登記處（地址為香港灣仔皇后大道東183號合和中心17M樓）查閱。

The terms and conditions relating to application for the Rights Shares as set out in the Prospectus shall apply. This PAL and any acceptance of the offer contained in it shall be governed by, and construed in accordance with, the laws of Hong Kong.

供股章程所載有關申請供股股份之條款及條件將適用。本暫定配額通知書及任何當中所載要約的接納均受香港法例管轄，並按其詮釋。

## PERSONAL DATA COLLECTION — PAL

### 收集個人資料 — 暫定配額通知書

By completing, signing and submitting the forms accompanying this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents the personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) provides the holders of securities with rights to ascertain whether the Company or the Registrar hold your personal data, to obtain a copy of that data and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business in Hong Kong at 40th Floor, Dah Sing Financial Centre, No.248 Queen's Road East, Wanchai, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary of the Company, or (as the case may be) to the Registrar at Shops 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for the attention of Hong Kong Privacy Officer.

填妥、簽署及交回本暫定配額通知書隨附之表格，即表示閣下同意向本公司、過戶登記處及／或彼等各自之顧問及代理披露個人資料及彼等所需有關閣下或閣下為其利益而接納暫定配發之供股股份之人士之任何資料。《個人資料(私隱)條例》(香港法例第486章)給予證券持有人權利可確定本公司或過戶登記處是否持有閣下個人資料、索取有關資料之副本及更正任何不準確之資料。根據《個人資料(私隱)條例》，本公司及過戶登記處有權就處理任何查閱資料要求而收取合理費用。有關查閱資料或更正資料或有關政策及慣例以及持有資料種類之資料的所有要求，應寄往本公司之香港主要營業地點(地址為香港灣仔皇后大道東248號大新金融中心40樓)或根據適用法律不時通知之地點並以本公司之公司秘書或(視情況而定)過戶登記處(地址為香港灣仔皇后大道東183號合和中心17M樓)的香港隱私主任為收件人。

Yours faithfully,  
By order of the Board  
**XJ International Holdings Co., Ltd.**  
**Mr. Zhang Bing**  
*Chairman and Executive Director*  
承董事會命  
希教國際控股有限公司  
董事長兼執行董事  
張兵先生  
謹啟